

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS**

JOSEPH L. DIEBOLD, JR. on behalf of the
EXXONMOBIL SAVINGS PLAN, and
PAUL J. HUNDT, on behalf of the TEXAS
INSTRUMENTS 401(K) SAVINGS PLAN,
and all others similarly situated,

Plaintiffs,

v.

NORTHERN TRUST INVESTMENTS,
N.A. and THE NORTHERN TRUST
COMPANY,

Defendants.

CIVIL ACTION NO. 09-CV-1934

Hon. Charles Norgle
Hon. Susan E. Cox.

PLAINTIFFS' UNOPPOSED MOTION FOR AN ORDER:

- (1) PRELIMINARILY CERTIFYING THE PROPOSED SETTLEMENT CLASS AND APPOINTING CLASS COUNSEL;**
- (2) PRELIMINARILY APPROVING PROPOSED SETTLEMENT OF CLASS ACTION;**
- (3) ESTABLISHING A PLAN FOR NOTICE OF THE SETTLEMENT AND PROVIDING CLASS MEMBERS WITH AN OPPORTUNITY TO EXCLUDE THEMSELVES FROM OR OBJECT TO THE SETTLEMENT;**
- (4) APPOINTING A SETTLEMENT ADMINISTRATOR; AND**
- (5) SCHEDULING A SETTLEMENT FINAL HEARING.**

Plaintiffs Joseph L. Diebold, Jr., and Paul J. Hundt (“Plaintiffs”) respectfully move for the entry of an Order preliminarily approving the proposed \$36 million Settlement (the “Settlement”) negotiated by Plaintiffs and Defendants Northern Trust Investments, N.A. (“NTI”) and The Northern Trust Company (“NTC”) (collectively, “Northern Trust” or “Defendants”; and together with Plaintiffs, the “Parties”), and related orders, as described herein.

With this motion, Plaintiffs submit copies of the fully executed Stipulation of Settlement and Release (the “Settlement Agreement”), with the following Exhibits thereto:

- Exhibit A, Preliminary Approval Order
- Exhibit A-1, Banking Notice
- Exhibit A-2, Cover Letter
- Exhibit A-3, Settlement Notice
- Exhibit A-3-Appendix 1, List of Covered Funds
- Exhibit A-3-Appendix 2, Plan of Allocation
- Exhibit A-4, Summary Notice
- Exhibit B, Judgment

The titles of the above-listed exhibits are from the Definitions section of the Settlement Agreement. The Settlement Agreement is Exhibit 1 to the supporting Declaration of Gregory Y. Porter (“Porter Decl.”).

As reflected in the Settlement Agreement, the Parties want to compromise and settle all issues and claims relating to the allegations made in this action on behalf of all members of the proposed Settlement Class (the “Class”). Plaintiffs’ proposed plan of allocation will fairly and compensate Settlement Class Members in proportion to the relative losses resulting from

Defendants' alleged imprudent investment of their assets and other claims in connection with Northern Trust's securities-lending program, as described in the Complaint.

Dated: February 18, 2015

Respectfully submitted,

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Counsel for Plaintiffs Joseph L. Diebold, Jr. and Paul J. Hundt

CERTIFICATE OF SERVICE

I hereby certify that this document and accompanying memorandum of law, notice of motion, declarations, and exhibits, filed through the ECF system, will be sent electronically to the registered participants as identified on the Notice of Electronic File (NEF) and paper copies will be sent to those indicated as non-registered participants on February 18, 2015.

/S/ Gregory Y. Porter